

10 February 2015

Market Announcements Office  
Australian Securities Exchange  
Level 4, 20 Bridge Street  
SYDNEY NSW 2000

### SHAREHOLDER DISTRIBUTION & LARGEST HOLDERS

Pursuant to Listing Rule 3.4.2, after the closing of the offer period for the takeover offer by Base Resources Limited, World Titanium Resources Limited advises the following:

#### Distribution of Holders – Ordinary Shares Fully Paid:

Holdings Ranges	Holders	Total Units	%
1-1,000	67	19,408	0.005
1,001-5,000	113	334,974	0.093
5,001-10,000	53	397,251	0.110
10,001-100,000	175	6,119,625	1.690
100,001 and over	133	355,135,331	98.102
<b>Totals</b>	<b>541</b>	<b>362,006,589</b>	<b>100.000</b>

#### Top 20 Holders – Ordinary Shares Fully Paid:

Holder Name	Shares Held	% Issued Capital
J P MORGAN NOMINEES AUSTRALIA LIMITED	87,303,052	24.116
BOULLE TITANIUM LTD	73,725,060	20.366
ZTF INVESTMENTS PTY LTD	69,138,124	19.099
CITICORP NOMINEES PTY LIMITED	12,502,633	3.454
RUNNING WATER LIMITED	8,184,167	2.261
ANNIEBROOK PTY LTD	7,832,344	2.164
QUANTUM HOLDINGS PTY LTD	6,002,050	1.658
BODEN CORPORATE SERVICES PTY LTD	5,520,000	1.525
GRAHAM FORWARD PTY LTD	4,470,000	1.235
QUANTUM HOLDINGS PTY LTD	3,150,004	0.870
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3,075,412	0.850
MR PETER JAMES WOODS	3,010,000	0.831
ABN AMRO CLEARING SYDNEY NOMINEES PTY LTD	3,005,278	0.830
MR JULES LE CLEZIO	2,886,125	0.797
GUY FRANCOIS LE CLEZIO	2,747,137	0.759
RAYMOND MARIE MARC HEIN	2,354,512	0.650
REMBU PTY LTD	2,342,813	0.647
GP SECURITIES PTY LTD	2,262,821	0.625
FIREFOX LIMITED	2,178,237	0.602
BNP PARIBAS NOMS PTY LTD	2,134,637	0.590
<b>Total Issued Capital held by Top 20</b>	<b>303,824,406</b>	<b>83.929</b>
<b>Total Issued Capital</b>	<b>362,006,589</b>	